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**UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA**

SECURITIES AND EXCHANGE
COMMISSION,

Plaintiff,

v.

BRIAN LAM; NINESQUARE CAPITAL
PARTNERS LLC; NATHAN NHAN
NGUYEN; and NGUYEN GROUP LLC,

Defendants,

and

YI PING LU; and THY STACY NGUYEN

Relief Defendants.

Case No. 2:22-cv-06831-MEMF-E

**JUDGMENT AS TO DEFENDANT NATHAN
NHAN NGUYEN [ECF NO. 30]**

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1 The Securities and Exchange Commission having filed a Complaint and Defendant Nathan
2 Nhan Nguyen having entered a general appearance; consented to the Court's jurisdiction over
3 Defendant and the subject matter of this action; consented to entry of this Judgment without
4 admitting or denying the allegations of the Complaint (except as to jurisdiction and except as
5 otherwise provided herein in paragraph V); waived findings of fact and conclusions of law; and
6 waived any right to appeal from this Judgment:

7 I.

8 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is permanently
9 restrained and enjoined from violating Section 5 of the Securities Act of 1933 (the "Securities Act")
10 [15 U.S.C. § 77e] by, directly or indirectly, in the absence of any applicable exemption:

- 11 (a) Unless a registration statement is in effect as to a security, making use of any means
12 or instruments of transportation or communication in interstate commerce or of the
13 mails to sell such security through the use or medium of any prospectus or otherwise;
- 14 (b) Unless a registration statement is in effect as to a security, carrying or causing to be
15 carried through the mails or in interstate commerce, by any means or instruments of
16 transportation, any such security for the purpose of sale or for delivery after sale; or
- 17 (c) Making use of any means or instruments of transportation or communication in
18 interstate commerce or of the mails to offer to sell or offer to buy through the use or
19 medium of any prospectus or otherwise any security, unless a registration statement
20 has been filed with the Commission as to such security, or while the registration
21 statement is the subject of a refusal order or stop order or (prior to the effective date
22 of the registration statement) any public proceeding or examination under Section 8
23 of the Securities Act [15 U.S.C. § 77h].

24 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal
25 Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive
26 actual notice of this Judgment by personal service or otherwise: (a) Defendant's officers, agents,
27 servants, employees, and attorneys; and (b) other persons in active concert or participation with
28 Defendant or with anyone described in (a).

II.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant is permanently restrained and enjoined from violating, directly or indirectly, Section 15(a) of the Securities Exchange Act of 1934 (the “Exchange Act”) [15 U.S.C. § 78o(a)], by making use of the mails or any means or instrumentality of interstate commerce to effect any transactions in, or to induce or attempt to induce the purchase or sale of, any security (other than an exempted security or commercial paper, bankers’ acceptances, or commercial bills) without being associated with a broker or dealer that is registered in accordance with Section 15(b) of the Exchange Act.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Judgment by personal service or otherwise: (a) Defendant’s officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that pursuant to Section 21(d)(5) of the Exchange Act [15 U.S.C. § 78u(d)(5)], Defendant is permanently restrained and enjoined from directly or indirectly, including but not limited to, through any entity owned or controlled by him, participating in the issuance, purchase, offer, or sale of any security in an unregistered offering.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, as provided in Federal Rule of Civil Procedure 65(d)(2), the foregoing paragraph also binds the following who receive actual notice of this Judgment by personal service or otherwise: (a) Defendant’s officers, agents, servants, employees, and attorneys; and (b) other persons in active concert or participation with Defendant or with anyone described in (a).

IV.

IT IS HEREBY FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant shall pay disgorgement of ill-gotten gains, prejudgment interest thereon, and a civil penalty pursuant to Section 20(d) of the Securities Act [15 U.S.C. § 77t(d)] and Section 21(d)(3) of the Exchange Act

1 [15 U.S.C. § 78u(d)(3)]. The Court shall determine the amounts of the disgorgement and civil
2 penalty upon motion of the Commission. Prejudgment interest shall be calculated from March 1,
3 2020, based on the rate of interest used by the Internal Revenue Service for the underpayment of
4 federal income tax as set forth in 26 U.S.C. § 6621(a)(2). In connection with the Commission's
5 motion for disgorgement and/or civil penalties, and at any hearing held on such a motion: (a)
6 Defendant will be precluded from arguing that he did not violate the federal securities laws as
7 alleged in the Complaint; (b) Defendant may not challenge the validity of the Consent or this
8 Judgment; (c) solely for the purposes of such motion, the allegations of the Complaint shall be
9 accepted as and deemed true by the Court; and (d) the Court may determine the issues raised in the
10 motion on the basis of affidavits, declarations, excerpts of sworn deposition or investigative
11 testimony, and documentary evidence, without regard to the standards for summary judgment
12 contained in Rule 56(c) of the Federal Rules of Civil Procedure. In connection with the
13 Commission's motion for disgorgement and/or civil penalties, the parties may take discovery,
14 including discovery from appropriate non-parties.

15 V.

16 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that, solely for purposes of
17 exceptions to discharge set forth in Section 523 of the Bankruptcy Code, 11 U.S.C. § 523, the
18 allegations in the complaint are true and admitted by Defendant, and further, any debt for
19 disgorgement, prejudgment interest, civil penalty or other amounts due by Defendant under this
20 Judgment or any other judgment, order, consent order, decree or settlement agreement entered in
21 connection with this proceeding, is a debt for the violation by Defendant of the federal securities
22 laws or any regulation or order issued under such laws, as set forth in Section 523(a)(19) of the
23 Bankruptcy Code, 11 U.S.C. § 523(a)(19).

24 VI.

25 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this Court shall retain
26 jurisdiction of this matter for the purposes of enforcing the terms of this Judgment.

27 VII.

28 There being no just reason for delay, pursuant to Rule 54(b) of the Federal Rules of Civil

1 Procedure, the Clerk is ordered to enter this Judgment forthwith and without further notice.

2 IT IS SO ORDERED.

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5 Dated: March 21, 2023

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MAAME EWUSI-MENSAH FRIMPONG

7 United States District Judge
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